### **EXHIBIT 1**

**CLAIM 143** 

Claim #143 Date Filed: 4/8/2020

Fill in this information to identify the case:				
Debtor	Highland Capi	tal Management,	L.P.	
United States Ba	nkruptcy Court for the:	Northern	District of	Texas (State)
Case number	19-34054			(Glate)

#### Official Form 410

Proof of Claim 04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Pa	Part 1: Identify the Claim			
1.	Who is the current creditor?	HarbourVest 2017 Global Fund L.P.  Name of the current creditor (the person or entity to be paid for this claim)  Other names the creditor used with the debtor		
2.	Has this claim been acquired from someone else?	✓ No  Yes. From whom?		
3.	Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?  HarbourVest 2017 Global Fund L.P.  Attn: Erica Weisgerber  Debevoise and Plimpton LLP 919 Third Avenue  New York, NY 10022, U.S.A.  Contact phone  Contact phone  weeisgerber@debevoise.com  Contact email  Contact email		
4.	Does this claim amend one already filed?	✓ No  Yes. Claim number on court claims registry (if known) Filed on		
5.	Do you know if anyone else has filed a proof of claim for this claim?	No  Yes. Who made the earlier filling?		

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Pa	Give information Ab	out the Claim as of the Date the Case was Filed
6.	Do you have any number you use to identify the debtor?	<ul> <li>✓ No</li> <li>✓ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:</li></ul>
7.	How much is the claim?	\$ See Annex  Does this amount include interest or other charges?  No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  Limit disclosing information that is entitled to privacy, such as health care information.  See Annex
9.	Is all or part of the claim secured?	No   Yes. The claim is secured by a lien on property.   Nature or property:   Real estate: If the claim is secured by the debtor's principle residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim.   Motor vehicle   Other. Describe:   Basis for perfection:   Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)    Value of property:
10.	Is this claim based on a lease?	No  Yes. Amount necessary to cure any default as of the date of the petition.  \$
11.	Is this claim subject to a right of setoff?	✓ No  ✓ Yes. Identify the property:

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12. Is all or part of the claim	<b>✓</b> No	•	
entitled to priority under 11 U.S.C. § 507(a)?	_	ck all that apply:	Amount entitled to priority
A claim may be partly priority and partly	☐ Dom	estic support obligations (including alimony and child support) under .S.C. § 507(a)(1)(A) or (a)(1)(B).	c
nonpriority. For example, in some categories, the law limits the amount		o \$3,025* of deposits toward purchase, lease, or rental of property ervices for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$
entitled to priority.	☐ Wag	es, salaries, or commissions (up to \$13,650*) earned within 180 before the bankruptcy petition is filed or the debtor's business ends, hever is earlier. 11 U.S.C. § 507(a)(4).	\$
	☐ Taxe	es or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$
	Conf	ributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$
	Othe	er. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$
	* Amounts	s are subject to adjustment on 4/01/22 and every 3 years after that for cases begun	on or after the date of adjustment.
13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?	days befo	cate the amount of your claim arising from the value of any goods rece ore the date of commencement of the above case, in which the goods ary course of such Debtor's business. Attach documentation supportin	have been sold to the Debtor in
Part 3: Sign Below			
The person completing this proof of claim must sign and date it. FRBP 9011(b).  If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.  A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.  18 U.S.C. §§ 152, 157, and 3571.	I am the true I am a guara I understand that the amount of the I have examined	ditor.  ditor's attorney or authorized agent.  stee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  antor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.  an authorized signature on this <i>Proof of Claim</i> serves as an acknowled e claim, the creditor gave the debtor credit for any payments received to the information in this <i>Proof of Claim</i> and have reasonable belief that the enalty of perjury that the foregoing is true and correct.	ward the debt.
	/s/Michael / Signature	-	
		of the person who is completing and signing this claim:  Michael Pugatch	
	Name	First name Last r	name
	Title	Managing Director - Company: HarbourVest 2017 Gl	lobal Fund L.P., by Harb
	Company	by HarbourVest GP LLC, its General Partner, by Identify the corporate servicer as the company if the authorized agent is a servicer	<u>darbourVest Partners,</u> LL
	Address		
	Contact phone	"1¤}HV4	0200000000055

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For phone assistance: Domestic (877) 573-3984 | International (310) 751-1829

Tot priorie assistance. Domestic (o	,			
Debtor:				
19-34054 - Highland Capital Management, L.P.				
District:				
Northern District of Texas, Dallas Division				
Creditor:	Has Supporting Documentation:			
HarbourVest 2017 Global Fund L.P.	Yes, supporting documentation successfully uploaded			
Attn: Erica Weisgerber	Related Document Statement:			
Debevoise and Plimpton LLP				
919 Third Avenue	Has Related Claim:			
N. V. I. N.V. 40000	No			
New York, NY, 10022	Related Claim Filed By:			
U.S.A.				
Phone:	Filing Party:			
2129096000	Authorized agent			
Phone 2:				
Fax:				
Email:				
eweisgerber@debevoise.com				
Disbursement/Notice Parties:				
HarbourVest 2017 Global Fund L.P. c/o HarbourVest Partners, LLC				
One Financial Center				
Boston, MA, 02111				
U.S.A.				
Phone: 6173483773 Phone 2:				
			Fax:	
			E-mail:	
agoren@harbourvest.com				
DISBURSEMENT ADDRESS				
Other Names Used with Debtor:	Amends Claim:			
other Numes oscu with pestor.	No			
	Acquired Claim:			
	·			
Basis of Claim:	No Last 4 Digits: Uniform Claim Identifier:			
	3			
See Annex Total Amount of Claim:	No Includes Interest of Charges			
See Annex	Includes Interest or Charges:  None			
Has Priority Claim:	Priority Under:			
No	Thomas onder.			
Has Secured Claim:	Nature of Secured Amount:			
No	Value of Property:			
	value of Froperty.			
Amount of 503(b)(9):  No	Annual Interest Rate:			
Based on Lease: Arrearage Amount:				
No	Basis for Perfection:			
Subject to Pight of Satoff				
No Amount Unsecured:				
Submitted By:				
Michael Pugatch on 08-Apr-2020 4:40:16 p.m. Eastern Time				
Title:				
Managing Director - Company: HarbourVest 2017 Global Fund L.P., by HarbourVest 2017 Global Associates L.P., its Gen				
Partner	TIG E.T., by Harbourvest 2017 Global Associates E.F., its Gell			
Company:				
by HarbourVest GP LLC, its General Partner, by HarbourVe	st Partners TTC, its Managing Member			

#### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

In	ro.
	10

Chapter 11

Highland Capital Management, L.P.

Case No. 19-34054 (SGJ)

Debtor.

#### **ANNEX TO PROOF OF CLAIM**

- 1. This annex (the "Annex") is part of and is incorporated by reference into the attached proof of claim (together with the Annex, the "Proof of Claim") and describes in more detail the claims of HarbourVest 2017 Global Fund L.P. (the "Claimant") against the debtor Highland Capital Management, L.P. (the "Debtor").
- 2. The Claimant is a limited partner in one of the Debtor's managed vehicles, Highland CLO Funding, Ltd. ("HCLOF"). Acis Capital Management GP, L.L.C. and Acis Capital Management L.P. (together, "Acis"), the portfolio manager for HCLOF, filed for chapter 11 in the United States Bankruptcy Court for the Northern District of Texas (the "Court") on January 30, 2018. The Acis bankruptcy filing resulted from a dispute between Debtor and its former employee, Joshua Terry, who served as portfolio manager for Debtor's collateral loan obligations funds ("CLO") business. See, e.g., Findings of Fact and Conclusions of Law in Support of Orders for Relief Issued After Trial on Contested Involuntary Bankruptcy Petition ("Involuntary Petition Ruling") [Case No. 18-30264 (SGJ), Dkt. No. 118]. As noted in more detail in the Court's Bench Ruling and Memorandum of Law in Support of: (A) Final Approval of Disclosure Statement; and (B) Confirmation of Chapter 11 Trustee's Third Amended Joint Plan ("Confirmation Ruling") [Case No. 18-30264 (SGJ), Dkt. No 827] and related filings in the Acis

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bankruptcy cases, there has been extensive litigation regarding alleged improper conduct associated with the management of, and transactions relating to, Acis, including transactions with and related to HCLOF. *See, e.g., id.*; *Second Amended Complaint* [Case No. 18-03078(SGJ), Dkt. No. 157].

- 3. Due to the Acis bankruptcy and certain conduct alleged to have been undertaken by the Debtor (to whom Acis subcontracted its functions) and Debtor's employees (who were officers, employees, and agents of Acis), the Claimant has suffered significant harm. Such harm includes, but is not limited to, financial harm resulting from, among other things (i) court orders in the Acis bankruptcy that prevented certain CLOs in which HCLOF was invested from being refinanced or reset and court orders that otherwise regulated the activity of HCLOF; and (ii) significant fees and expenses related to the Acis bankruptcy that were charged to HCLOF. *See, e.g.*, Involuntary Petition Ruling ¶ 27; *see also* Confirmation Ruling.
- 4. Claimant hereby files this Claim to assert any and all of its rights to payment, remedies, and other claims (including contingent or unliquidated claims) against the Debtor in connection with and relating to the foregoing harm, including for any amounts due or owed under the various agreements with the Debtor in connection with HCLOF (including, but not limited to, the Subscription and Transfer Agreement for Ordinary Shares Highland CLO Funding, Ltd., dated as of November 15, 2017, the Members Agreement Relating to the Company, dated as of November 15, 2017, the Highland CLO Funding, Ltd. Offering Memorandum dated November 15, 2017), and any and all legal and equitable claims or causes of action relating to the foregoing harm.
- 5. The Claimant has not attached the documentation supporting this Claim to this Proof of Claim because the documentation is voluminous and the Debtor has copies of such

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documents. However, any requested relevant documents will be provided to the Official Committee of Unsecured Creditors, the Court, the United States Trustee and the Debtor in the event of a dispute regarding this Proof of Claim and will be made available for review by other parties in interest as appropriate upon reasonable request and after consultation with the Debtor and execution of appropriate confidentiality agreements.

- 6. This Proof of Claim is filed with a full reservation of rights, including the right to amend, update, modify, supplement or otherwise revise this Proof of Claim in any respect at any time. The filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of any of the Claimant's rights against any person, entity or property accruing to it against the Debtor and its estate; (b) a waiver of the Claimant's rights to assert that 28 U.S.C. § 157(b)(2)(C) is unconstitutional; (c) a consent or submission by the Claimant, or waiver of the Claimant's rights to object, to the jurisdiction of this Court with respect to the subject matter of any of the claims described herein, or any objection or other proceeding commenced with respect to any of the claims described herein, or any other proceeding commenced in the Debtor's chapter 11 case against or otherwise involving the Claimant; (d) a waiver or release of any right of the Claimant, or consent by the Claimant, to a trial by jury in this or any other court or proceeding; (e) a waiver or release of, or any limitation on, any right of the Claimant to have orders entered only after de novo review by a United States District Judge; (f) an election of remedies; or (g) a waiver of, or any other limitation on, any right of the Claimant to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this Proof of Claim.
- 7. Claimant's express reservation of all rights and causes of action, includes, without limitation, contingent or unliquidated rights that it or its affiliates may have against the Debtor,

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as well as defenses, offsets and counterclaims. This description and classification of claims by the Claimant is not a concession or admission as to the correct characterization or treatment of any such claims or a waiver of any rights of the Claimant.

- 8. Furthermore, the Claimant expressly reserves its rights to (a) file additional proofs of claim for additional claims that may be based on the same or additional documents or facts or other liability or indebtedness of the Debtor to the Claimant under contract or otherwise; (b) assert claims for cure of defaults in any agreement that the Debtor or any trustee appointed in this chapter 11 case may seek to assume; (c) assert any and all other claims, causes of action, defenses, offsets or counterclaims against the Debtor or any other parties; (d) file a request for payment of an administrative expense under 11 U.S.C. §§ 503 and 507 for any or all of the claims or rights of payment described above and any additional amounts; and (e) seek recovery through any relevant third parties, including any of the Debtor's insurance coverage providers.
- 9. This Proof of Claim does not encompass all claims that the Claimant or its affiliates may have that arise after the Petition Date and are entitled to administrative priority, and the Claimant expressly reserves its right to file such claim or any similar claim at the appropriate time, including any such post-petition claims arising under these service contracts.
- 10. This Proof of Claim is filed without prejudice to the filing by the Claimant of additional proofs of claim or requests for payment with respect to any other indebtedness, liability or obligation of the Debtor. The Claimant does not, by this Proof of Claim or any amendment or other action, waive any rights with respect to any scheduled claim.
- 11. The Claimant reserves the right to withdraw, amend, clarify, modify or supplement this Proof of Claim to assert additional claims, causes of action or additional grounds for this Proof of Claim (including adding any additional contracts, agreements, obligations or

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other relationships between the Claimant and the Debtor), as well as the right to file any separate or additional proofs of claim with respect to the claims set forth herein or otherwise, including for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, or to file additional proofs of claim in respect of additional amounts or for any other reason.

- 12. In executing and filing this Proof of Claim, the Claimant does not submit to the jurisdiction of the Bankruptcy Court for the Northern District of Texas for any purpose other than with respect to this Proof of Claim against the Debtor, and does not waive or release any rights or remedies against any other person or entity that may be liable for all or part of this Proof of Claim.
- 13. The Claimant otherwise reserves its rights, and nothing herein shall prejudice the Claimant's rights, under any order of the Court previously entered in this chapter 11 case.
- 14. Payments on account of this Proof of Claim should be sent to the Claimant at the address specified for notices to the Claimant in Part 1.3 of the Proof of Claim.

\*\*\*

**CLAIM 147** 

Claim #147 Date Filed: 4/8/2020

Fill in this information to identify the case:				
Debtor	Highland Capi	tal Management,	L.P.	
United States Ba	nkruptcy Court for the:	Northern	District of	Texas (State)
Case number	19-34054			(Glate)

#### Official Form 410

Proof of Claim 04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Pa	Identify the Clain	n		
1.	Who is the current creditor?	HarbourVest 2017 Global AIF L.P.  Name of the current creditor (the person or entity to be paid for this claim)  Other names the creditor used with the debtor		
2.	Has this claim been acquired from someone else?	✓ No           ☐ Yes. From whom?		
3.	Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?  HarbourVest 2017 Global AIF L.P. Attn: Erica Weisgerber Debevoise and Plimpton LLP 919 Third Avenue New York, NY 10022, U.S.A.	Where should different) See summary	payments to the creditor be sent? (if page
		Contact phone 2129096000  Contact email eweisgerber@debevoise.com  Uniform claim identifier for electronic payments in chapter 13 (if you use of the contact payments)	Contact email	6173483773 agoren@harbourvest.com
4.	Does this claim amend one already filed?	No Yes. Claim number on court claims registry (if known)		Filed on
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No  Yes. Who made the earlier filing?		

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Pä	Give Information Ab	out the Claim as of the Date the Case was Filed
6.	Do you have any number you use to identify the debtor?	✓ No  Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:
7.	How much is the claim?	\$ See Annex  Does this amount include interest or other charges?  No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  Limit disclosing information that is entitled to privacy, such as health care information.  See Annex
9.	Is all or part of the claim secured?	Yes. The claim is secured by a lien on property.   Nature or property:   Real estate: If the claim is secured by the debtor's principle residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim.   Motor vehicle   Other. Describe:    Basis for perfection:   Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)    Value of property:
10.	Is this claim based on a lease?	✓ No Yes. Amount necessary to cure any default as of the date of the petition.
11.	Is this claim subject to a right of setoff?	✓ No  ✓ Yes. Identify the property:

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12. Is all or part of the claim	<b>☑</b> No			
entitled to priority under 11 U.S.C. § 507(a)?	_	ek all that apply:	Amount entitled to priority	
A claim may be partly priority and partly	Dome	estic support obligations (including alimony and child support) under S.C. § 507(a)(1)(A) or (a)(1)(B).	œ.	
nonpriority. For example, in some categories, the law limits the amount		\$3,025* of deposits toward purchase, lease, or rental of property vices for personal, family, or household use. 11 U.S.C. § 507(a)(7).	s	
entitled to priority.	days	es, salaries, or commissions (up to \$13,650*) earned within 180 before the bankruptcy petition is filed or the debtor's business ends, lever is earlier. 11 U.S.C. § 507(a)(4).	\$	
	☐ Taxes	s or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$	
	Contr	ibutions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$	
	Othe	. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$	
	* Amounts	are subject to adjustment on 4/01/22 and every 3 years after that for cases begun	on or after the date of adjustment.	
13. Is all or part of the claim	<b>№</b> No			
pursuant to 11 U.S.C. § 503(b)(9)?	days befo	ate the amount of your claim arising from the value of any goods rece re the date of commencement of the above case, in which the goods ry course of such Debtor's business. Attach documentation supportin	have been sold to the Debtor in	
	\$			
Part 3: Sign Below				
The person completing	Check the approp	riate box:		
this proof of claim must sign and date it.	I am the cred	ditor.		
FRBP 9011(b).  If you file this claim	I am the cred	litor's attorney or authorized agent.		
electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature  I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.		tee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.		
A person who files a fraudulent claim could be	I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.			
fined up to \$500,000,	I have examined the information in this <i>Proof of Claim</i> and have reasonable belief that the information is true and correct.			
imprisoned for up to 5 years, or both.	I declare under pe	enalty of perjury that the foregoing is true and correct.		
18 U.S.C. §§ 152, 157, and 3571.	Executed on date	04/08/2020 MM / DD / YYYY		
	<u>/s/Michael F</u> Signature	ugatch		
	Print the name o	f the person who is completing and signing this claim:		
	Name	Michael Pugatch First name Middle name Last n	name	
	Title	Managing Director-Company: HarbourVest 2017 Glob		
	Company	Inv Fund Mgr, by HarbourVest Partners L.P., its Identify the corporate servicer as the company if the authorized agent is a servicer.	Duly Appointed Investme	
	Address			
		"1 ×1 L I\ / A	<u> </u>	
	Contact phone	I 以	251   70 «	

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For phone assistance: Domestic (877) 573-3984 | International (310) 751-1829

To priorie assistance. Domestic	(877) 573-3984   International (310) 751-1829		
Debtor:			
19-34054 - Highland Capital Management, L.P.			
District:			
Northern District of Texas, Dallas Division			
Creditor:	Has Supporting Documentation:		
HarbourVest 2017 Global AIF L.P.	Yes, supporting documentation successfully uploaded		
Attn: Erica Weisgerber	Related Document Statement:		
Debevoise and Plimpton LLP	Has Related Claim:		
919 Third Avenue			
New York, NY, 10022	No		
U.S.A.	Related Claim Filed By:		
Phone:	Filing Party:		
2129096000	Authorized agent		
Phone 2:	/ Mathematical agent		
Fax:			
Email:			
eweisgerber@debevoise.com			
Disbursement/Notice Parties:			
HarbourVest 2017 Global AIF L.P. c/o HarbourVest Partners, LLC			
One Financial Center			
Boston, MA, 02111			
Phone:			
6173483773			
Phone 2:			
Fax:			
Finally			
E-mail:			
agoren@harbourvest.com			
DISBURSEMENT ADDRESS			
Other Names Used with Debtor:	Amends Claim:		
	No		
	Acquired Claim:		
	No		
Basis of Claim:	Last 4 Digits: Uniform Claim Identifier:		
See Annex	No		
Total Amount of Claim:	Includes Interest or Charges:		
See Annex	None		
Has Priority Claim:	Priority Under:		
No			
Has Secured Claim:	Nature of Secured Amount:		
No	Value of Property:		
Amount of 503(b)(9):	Annual Interest Rate:		
No	Arragraga Amount		
Based on Lease:	Arrearage Amount:		
No	Basis for Perfection:		
Subject to Right of Setoff:	Amount Unsecured:		
No			
Submitted By:			
Michael Pugatch on 08-Apr-2020 4:49:59 p.m. Eastern Tir	ne		
Title:			
Managing Director-Company: HarbourVest 2017 Global A	IF L.P., by HarbourVest Partners Ireland Limited, its Alternative		
Company:			
Inv Fund Mar, by HarbourVest Partners L.P. its Duly Appe	ointed Investment Manager, by HarbourVest Partners, LLC, its Gen Ptr		

#### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

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In	ro.
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Chapter 11

Highland Capital Management, L.P.

Case No. 19-34054 (SGJ)

Debtor.

#### ANNEX TO PROOF OF CLAIM

- 1. This annex (the "Annex") is part of and is incorporated by reference into the attached proof of claim (together with the Annex, the "Proof of Claim") and describes in more detail the claims of HarbourVest 2017 Global AIF L.P. (the "Claimant") against the debtor Highland Capital Management, L.P. (the "Debtor").
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bankruptcy cases, there has been extensive litigation regarding alleged improper conduct associated with the management of, and transactions relating to, Acis, including transactions with and related to HCLOF. *See, e.g., id.*; *Second Amended Complaint* [Case No. 18-03078(SGJ), Dkt. No. 157].

- 3. Due to the Acis bankruptcy and certain conduct alleged to have been undertaken by the Debtor (to whom Acis subcontracted its functions) and Debtor's employees (who were officers, employees, and agents of Acis), the Claimant has suffered significant harm. Such harm includes, but is not limited to, financial harm resulting from, among other things (i) court orders in the Acis bankruptcy that prevented certain CLOs in which HCLOF was invested from being refinanced or reset and court orders that otherwise regulated the activity of HCLOF; and (ii) significant fees and expenses related to the Acis bankruptcy that were charged to HCLOF. *See, e.g.*, Involuntary Petition Ruling ¶ 27; *see also* Confirmation Ruling.
- 4. Claimant hereby files this Claim to assert any and all of its rights to payment, remedies, and other claims (including contingent or unliquidated claims) against the Debtor in connection with and relating to the foregoing harm, including for any amounts due or owed under the various agreements with the Debtor in connection with HCLOF (including, but not limited to, the Subscription and Transfer Agreement for Ordinary Shares Highland CLO Funding, Ltd., dated as of November 15, 2017, the Members Agreement Relating to the Company, dated as of November 15, 2017, the Highland CLO Funding, Ltd. Offering Memorandum dated November 15, 2017), and any and all legal and equitable claims or causes of action relating to the foregoing harm.
- 5. The Claimant has not attached the documentation supporting this Claim to this Proof of Claim because the documentation is voluminous and the Debtor has copies of such

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documents. However, any requested relevant documents will be provided to the Official Committee of Unsecured Creditors, the Court, the United States Trustee and the Debtor in the event of a dispute regarding this Proof of Claim and will be made available for review by other parties in interest as appropriate upon reasonable request and after consultation with the Debtor and execution of appropriate confidentiality agreements.

- 6. This Proof of Claim is filed with a full reservation of rights, including the right to amend, update, modify, supplement or otherwise revise this Proof of Claim in any respect at any time. The filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of any of the Claimant's rights against any person, entity or property accruing to it against the Debtor and its estate; (b) a waiver of the Claimant's rights to assert that 28 U.S.C. § 157(b)(2)(C) is unconstitutional; (c) a consent or submission by the Claimant, or waiver of the Claimant's rights to object, to the jurisdiction of this Court with respect to the subject matter of any of the claims described herein, or any objection or other proceeding commenced with respect to any of the claims described herein, or any other proceeding commenced in the Debtor's chapter 11 case against or otherwise involving the Claimant; (d) a waiver or release of any right of the Claimant, or consent by the Claimant, to a trial by jury in this or any other court or proceeding; (e) a waiver or release of, or any limitation on, any right of the Claimant to have orders entered only after de novo review by a United States District Judge; (f) an election of remedies; or (g) a waiver of, or any other limitation on, any right of the Claimant to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this Proof of Claim.
- 7. Claimant's express reservation of all rights and causes of action, includes, without limitation, contingent or unliquidated rights that it or its affiliates may have against the Debtor,

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as well as defenses, offsets and counterclaims. This description and classification of claims by the Claimant is not a concession or admission as to the correct characterization or treatment of any such claims or a waiver of any rights of the Claimant.

- 8. Furthermore, the Claimant expressly reserves its rights to (a) file additional proofs of claim for additional claims that may be based on the same or additional documents or facts or other liability or indebtedness of the Debtor to the Claimant under contract or otherwise; (b) assert claims for cure of defaults in any agreement that the Debtor or any trustee appointed in this chapter 11 case may seek to assume; (c) assert any and all other claims, causes of action, defenses, offsets or counterclaims against the Debtor or any other parties; (d) file a request for payment of an administrative expense under 11 U.S.C. §§ 503 and 507 for any or all of the claims or rights of payment described above and any additional amounts; and (e) seek recovery through any relevant third parties, including any of the Debtor's insurance coverage providers.
- 9. This Proof of Claim does not encompass all claims that the Claimant or its affiliates may have that arise after the Petition Date and are entitled to administrative priority, and the Claimant expressly reserves its right to file such claim or any similar claim at the appropriate time, including any such post-petition claims arising under these service contracts.
- 10. This Proof of Claim is filed without prejudice to the filing by the Claimant of additional proofs of claim or requests for payment with respect to any other indebtedness, liability or obligation of the Debtor. The Claimant does not, by this Proof of Claim or any amendment or other action, waive any rights with respect to any scheduled claim.
- 11. The Claimant reserves the right to withdraw, amend, clarify, modify or supplement this Proof of Claim to assert additional claims, causes of action or additional grounds for this Proof of Claim (including adding any additional contracts, agreements, obligations or

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other relationships between the Claimant and the Debtor), as well as the right to file any separate or additional proofs of claim with respect to the claims set forth herein or otherwise, including for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, or to file additional proofs of claim in respect of additional amounts or for any other reason.

- 12. In executing and filing this Proof of Claim, the Claimant does not submit to the jurisdiction of the Bankruptcy Court for the Northern District of Texas for any purpose other than with respect to this Proof of Claim against the Debtor, and does not waive or release any rights or remedies against any other person or entity that may be liable for all or part of this Proof of Claim.
- 13. The Claimant otherwise reserves its rights, and nothing herein shall prejudice the Claimant's rights, under any order of the Court previously entered in this chapter 11 case.
- 14. Payments on account of this Proof of Claim should be sent to the Claimant at the address specified for notices to the Claimant in Part 1.3 of the Proof of Claim.

\*\*\*

**CLAIM 150** 

Claim #150 Date Filed: 4/8/2020

04/19

Fill in this information to identify the case:				
Debtor	Highland Capi	tal Management,	L.P.	
United States Ba	nkruptcy Court for the:	Northern	District of	Texas (State)
Case number	19-34054			(5.5.5)

#### Official Form 410

Proof of Claim

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

P	Part 1: Identify the Claim				
1.	Who is the current creditor?	HarbourVest Dover Street IX Investment L.P.  Name of the current creditor (the person or entity to be paid for this claim)  Other names the creditor used with the debtor			
2.	Has this claim been acquired from someone else?	✓ No  Yes. From whom?			
3.	Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?  See summary page  Contact phone 2129096000		page 6173483773	
4.	Does this claim amend one already filed?	✓ No ✓ Yes. Claim number on court claims registry (if known) Filed on MM / DD / YYYY			
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No  Yes. Who made the earlier filing?			

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	Give information Abo	out the Claim as of the Date the Case was riled
6.	Do you have any number you use to identify the debtor?	✓ No  Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:
7.	How much is the claim?	\$ See Annex  Does this amount include interest or other charges?  No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  Limit disclosing information that is entitled to privacy, such as health care information.
		See Annex
9.	Is all or part of the claim secured?	Yes. The claim is secured by a lien on property.
_		U Variable
10.	Is this claim based on a lease?	✓ No ✓ Yes. Amount necessary to cure any default as of the date of the petition.
11.	Is this claim subject to a right of setoff?	✓ No  Yes. Identify the property:

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12. Is all or part of the claim	<b>✓</b> No	•	
entitled to priority under 11 U.S.C. § 507(a)?	_	neck all that apply:	Amount entitled to priority
A claim may be partly		mestic support obligations (including alimony and child support) under	
priority and partly nonpriority. For example,		U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$
in some categories, the law limits the amount entitled to priority.		to \$3,025* of deposits toward purchase, lease, or rental of property services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$
endued to priority.	<b>—</b> da	iges, salaries, or commissions (up to \$13,650*) earned within 180 ys before the bankruptcy petition is filed or the debtor's business ends, ichever is earlier. 11 U.S.C. § 507(a)(4).	\$
	☐ Ta	xes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$
	☐ Co	ntributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$
	Otl	ner. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$
	* Amou	nts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun	on or after the date of adjustment.
13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?	days be	dicate the amount of your claim arising from the value of any goods receivers the date of commencement of the above case, in which the goods nary course of such Debtor's business. Attach documentation supporting	have been sold to the Debtor in
Part 3: Sign Below			
The person completing this proof of claim must sign and date it. FRBP 9011(b).  If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.  A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.  18 U.S.C. §§ 152, 157, and 3571.	I am the tr	reditor.  reditor's attorney or authorized agent.  ustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  arantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.  at an authorized signature on this <i>Proof of Claim</i> serves as an acknowled the claim, the creditor gave the debtor credit for any payments received to the information in this <i>Proof of Claim</i> and have reasonable belief that the penalty of perjury that the foregoing is true and correct.	ward the debt.
	/s/Michael Signature	-	
	Name	of the person who is completing and signing this claim: <u>Michael Pugatch</u>	
		First name Middle name Last r	name
	Title	Managing Director-Company: HarbourVest Dover Str	<u>eet IX Investment L.</u> P.,
	Company	<u>Inv Fund Mgr, by HarbourVest Partners L.P., its</u> Identify the corporate servicer as the company if the authorized agent is a servicer	<u>Duly Appointed Inves</u> tme
	Address		
	Contact phone	"1¤}HV4	-\$(\\3«

# Case 21-03067-sgj Doc 124-1 Filed 10/14/22 Entered 10/14/22 15:31:06 Desc Exhibit 1 Page 26 of 61 KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (877) 573-3984 | International (310) 751-1829

Debtor:	
19-34054 - Highland Capital Management, L.P.	
District:	
Northern District of Texas, Dallas Division	
Creditor:	Has Supporting Documentation:
HarbourVest Dover Street IX Investment L.P.	Yes, supporting documentation successfully uploaded
Attn: Erica Weisgerber	Related Document Statement:
Debevoise and Plimpton LLP	Has Related Claim:
919 Third Avenue	No
New York, NY, 10022	Related Claim Filed By:
U.S.A.	Related Claim Fried by.
Phone:	Filing Party:
2129096000	Authorized agent
Phone 2:	
Fax:	
Email:	
eweisgerber@debevoise.com	
Disbursement/Notice Parties:	
HarbourVest Dover Street IX Investment L.P. c/o HarbourVest Partners, LLC	
One Financial Center	
Boston, MA, 02111	
U.S.A.	
Phone:	
6173483773	
Phone 2:	
Fax:	
E-mail:	
agoren@harbourvest.com	
DISBURSEMENT ADDRESS	
Other Names Used with Debtor:	Amends Claim:
Carlot Manico Good Wall Boxiot.	No
	Acquired Claim:
	No
Basis of Claim:	Last 4 Digits: Uniform Claim Identifier:
See Annex	No
Total Amount of Claim:	Includes Interest or Charges:
See Annex	None
Has Priority Claim:	Priority Under:
No	·
Has Secured Claim:	Nature of Secured Amount:
No	Value of Property:
Amount of 503(b)(9):	Annual Interest Rate:
No	
Based on Lease:	Arrearage Amount:
No	Basis for Perfection:
Subject to Right of Setoff:	Amount Unsecured:
	Sain Gilossaissai
No	
	n Time
Submitted By: Michael Pugatch on 08-Apr-2020 4:59:00 p.m. Easter	n Time
Submitted By:  Michael Pugatch on 08-Apr-2020 4:59:00 p.m. Eastern  Title:	n Time eet IX Investment L.P., by HarbourVest Partners Ireland Limited, its Alter

#### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

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In	ro.
	10

Chapter 11

Highland Capital Management, L.P.

Case No. 19-34054 (SGJ)

Debtor.

#### **ANNEX TO PROOF OF CLAIM**

- 1. This annex (the "Annex") is part of and is incorporated by reference into the attached proof of claim (together with the Annex, the "Proof of Claim") and describes in more detail the claims of HarbourVest Dover Street IX Investment L.P. (the "Claimant") against the debtor Highland Capital Management, L.P. (the "Debtor").
- 2. The Claimant is a limited partner in one of the Debtor's managed vehicles, Highland CLO Funding, Ltd. ("HCLOF"). Acis Capital Management GP, L.L.C. and Acis Capital Management L.P. (together, "Acis"), the portfolio manager for HCLOF, filed for chapter 11 in the United States Bankruptcy Court for the Northern District of Texas (the "Court") on January 30, 2018. The Acis bankruptcy filing resulted from a dispute between Debtor and its former employee, Joshua Terry, who served as portfolio manager for Debtor's collateral loan obligations funds ("CLO") business. See, e.g., Findings of Fact and Conclusions of Law in Support of Orders for Relief Issued After Trial on Contested Involuntary Bankruptcy Petition ("Involuntary Petition Ruling") [Case No. 18-30264 (SGJ), Dkt. No. 118]. As noted in more detail in the Court's Bench Ruling and Memorandum of Law in Support of: (A) Final Approval of Disclosure Statement; and (B) Confirmation of Chapter 11 Trustee's Third Amended Joint Plan ("Confirmation Ruling") [Case No. 18-30264 (SGJ), Dkt. No 827] and related filings in the Acis

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bankruptcy cases, there has been extensive litigation regarding alleged improper conduct associated with the management of, and transactions relating to, Acis, including transactions with and related to HCLOF. *See, e.g., id.*; *Second Amended Complaint* [Case No. 18-03078(SGJ), Dkt. No. 157].

- 3. Due to the Acis bankruptcy and certain conduct alleged to have been undertaken by the Debtor (to whom Acis subcontracted its functions) and Debtor's employees (who were officers, employees, and agents of Acis), the Claimant has suffered significant harm. Such harm includes, but is not limited to, financial harm resulting from, among other things (i) court orders in the Acis bankruptcy that prevented certain CLOs in which HCLOF was invested from being refinanced or reset and court orders that otherwise regulated the activity of HCLOF; and (ii) significant fees and expenses related to the Acis bankruptcy that were charged to HCLOF. *See, e.g.*, Involuntary Petition Ruling ¶ 27; *see also* Confirmation Ruling.
- 4. Claimant hereby files this Claim to assert any and all of its rights to payment, remedies, and other claims (including contingent or unliquidated claims) against the Debtor in connection with and relating to the foregoing harm, including for any amounts due or owed under the various agreements with the Debtor in connection with HCLOF (including, but not limited to, the Subscription and Transfer Agreement for Ordinary Shares Highland CLO Funding, Ltd., dated as of November 15, 2017, the Members Agreement Relating to the Company, dated as of November 15, 2017, the Highland CLO Funding, Ltd. Offering Memorandum dated November 15, 2017), and any and all legal and equitable claims or causes of action relating to the foregoing harm.
- 5. The Claimant has not attached the documentation supporting this Claim to this Proof of Claim because the documentation is voluminous and the Debtor has copies of such

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documents. However, any requested relevant documents will be provided to the Official Committee of Unsecured Creditors, the Court, the United States Trustee and the Debtor in the event of a dispute regarding this Proof of Claim and will be made available for review by other parties in interest as appropriate upon reasonable request and after consultation with the Debtor and execution of appropriate confidentiality agreements.

- 6. This Proof of Claim is filed with a full reservation of rights, including the right to amend, update, modify, supplement or otherwise revise this Proof of Claim in any respect at any time. The filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of any of the Claimant's rights against any person, entity or property accruing to it against the Debtor and its estate; (b) a waiver of the Claimant's rights to assert that 28 U.S.C. § 157(b)(2)(C) is unconstitutional; (c) a consent or submission by the Claimant, or waiver of the Claimant's rights to object, to the jurisdiction of this Court with respect to the subject matter of any of the claims described herein, or any objection or other proceeding commenced with respect to any of the claims described herein, or any other proceeding commenced in the Debtor's chapter 11 case against or otherwise involving the Claimant; (d) a waiver or release of any right of the Claimant, or consent by the Claimant, to a trial by jury in this or any other court or proceeding; (e) a waiver or release of, or any limitation on, any right of the Claimant to have orders entered only after de novo review by a United States District Judge; (f) an election of remedies; or (g) a waiver of, or any other limitation on, any right of the Claimant to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this Proof of Claim.
- 7. Claimant's express reservation of all rights and causes of action, includes, without limitation, contingent or unliquidated rights that it or its affiliates may have against the Debtor,

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as well as defenses, offsets and counterclaims. This description and classification of claims by the Claimant is not a concession or admission as to the correct characterization or treatment of any such claims or a waiver of any rights of the Claimant.

- 8. Furthermore, the Claimant expressly reserves its rights to (a) file additional proofs of claim for additional claims that may be based on the same or additional documents or facts or other liability or indebtedness of the Debtor to the Claimant under contract or otherwise; (b) assert claims for cure of defaults in any agreement that the Debtor or any trustee appointed in this chapter 11 case may seek to assume; (c) assert any and all other claims, causes of action, defenses, offsets or counterclaims against the Debtor or any other parties; (d) file a request for payment of an administrative expense under 11 U.S.C. §§ 503 and 507 for any or all of the claims or rights of payment described above and any additional amounts; and (e) seek recovery through any relevant third parties, including any of the Debtor's insurance coverage providers.
- 9. This Proof of Claim does not encompass all claims that the Claimant or its affiliates may have that arise after the Petition Date and are entitled to administrative priority, and the Claimant expressly reserves its right to file such claim or any similar claim at the appropriate time, including any such post-petition claims arising under these service contracts.
- 10. This Proof of Claim is filed without prejudice to the filing by the Claimant of additional proofs of claim or requests for payment with respect to any other indebtedness, liability or obligation of the Debtor. The Claimant does not, by this Proof of Claim or any amendment or other action, waive any rights with respect to any scheduled claim.
- 11. The Claimant reserves the right to withdraw, amend, clarify, modify or supplement this Proof of Claim to assert additional claims, causes of action or additional grounds for this Proof of Claim (including adding any additional contracts, agreements, obligations or

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other relationships between the Claimant and the Debtor), as well as the right to file any separate or additional proofs of claim with respect to the claims set forth herein or otherwise, including for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, or to file additional proofs of claim in respect of additional amounts or for any other reason.

- 12. In executing and filing this Proof of Claim, the Claimant does not submit to the jurisdiction of the Bankruptcy Court for the Northern District of Texas for any purpose other than with respect to this Proof of Claim against the Debtor, and does not waive or release any rights or remedies against any other person or entity that may be liable for all or part of this Proof of Claim.
- 13. The Claimant otherwise reserves its rights, and nothing herein shall prejudice the Claimant's rights, under any order of the Court previously entered in this chapter 11 case.
- 14. Payments on account of this Proof of Claim should be sent to the Claimant at the address specified for notices to the Claimant in Part 1.3 of the Proof of Claim.

\*\*\*

### **CLAIM 153**

Claim #153 Date Filed: 4/8/2020

Fill in this information to identify the case:				
Debtor	Highland Capi	tal Management,	L.P.	
United States Ba	nkruptcy Court for the:	Northern	District of	Texas (State)
Case number	19-34054			(5.5.5)

#### Official Form 410

Proof of Claim 04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Pa	art 1: Identify the Clai	m .		
1.	Who is the current creditor?	HV International VIII Secondary L.P.  Name of the current creditor (the person or entity to be paid for this claim)  Other names the creditor used with the debtor		
2.	Has this claim been acquired from someone else?	✓ No  Yes. From whom?		
3.	Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?  HV International VIII Secondary L.P. Attn: Erica Weisgerber Debevoise and Plimpton LLP 919 Third Avenue New York, NY 10022, U.S.A.  Contact phone 2129096000		
	Does this claim amend one already filed?	✓ No  Yes. Claim number on court claims registry (if known) Filed on		
5.	Do you know if anyone else has filed a proof of claim for this claim?	No  Yes. Who made the earlier filing?		

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	Give information Abo	out the Claim as of the Date the Case was riled
6.	Do you have any number you use to identify the debtor?	✓ No  Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:
7.	How much is the claim?	\$ See Annex  Does this amount include interest or other charges?  No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  Limit disclosing information that is entitled to privacy, such as health care information.
		See Annex
9.	Is all or part of the claim secured?	Yes. The claim is secured by a lien on property.
_		U Variable
10.	Is this claim based on a lease?	✓ No ✓ Yes. Amount necessary to cure any default as of the date of the petition.
11.	Is this claim subject to a right of setoff?	✓ No  Yes. Identify the property:

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12. Is all or part of the claim	<b>☑</b> No			
entitled to priority under 11 U.S.C. § 507(a)?	_	ek all that apply:	Amount entitled to priority	
A claim may be partly priority and partly	Dome	estic support obligations (including alimony and child support) under S.C. § 507(a)(1)(A) or (a)(1)(B).	œ.	
nonpriority. For example, in some categories, the law limits the amount		\$3,025* of deposits toward purchase, lease, or rental of property vices for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ \$	
entitled to priority.	days	es, salaries, or commissions (up to \$13,650*) earned within 180 before the bankruptcy petition is filed or the debtor's business ends, lever is earlier. 11 U.S.C. § 507(a)(4).	\$	
	☐ Taxes	s or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$	
	Contr	ibutions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$	
	Other	. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$	
	* Amounts	are subject to adjustment on 4/01/22 and every 3 years after that for cases begun	on or after the date of adjustment.	
13. Is all or part of the claim	<b>☑</b> No			
pursuant to 11 U.S.C. § 503(b)(9)?	days befo	ate the amount of your claim arising from the value of any goods rece re the date of commencement of the above case, in which the goods ry course of such Debtor's business. Attach documentation supportin	have been sold to the Debtor in	
	\$			
Part 3: Sign Below				
The person completing	Check the approp	riate box:		
this proof of claim must sign and date it.	I am the cred	ditor.		
FRBP 9011(b).  If you file this claim	I am the creditor's attorney or authorized agent.			
electronically, FRBP 5005(a)(2) authorizes courts	I am the trus	tee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.		
to establish local rules specifying what a signature	I am a guara	ntor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.		
A person who files a fraudulent claim could be	I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.			
fined up to \$500,000,		he information in this <i>Proof of Claim</i> and have reasonable belief that the	e information is true and correct.	
imprisoned for up to 5 years, or both.	I declare under pe	enalty of perjury that the foregoing is true and correct.		
18 U.S.C. §§ 152, 157, and 3571.	Executed on date	<u>04/08/2020</u> MM / DD / YYYY		
	<u>/s/Michael P</u> Signature	ugatch		
	Print the name o	f the person who is completing and signing this claim:		
	Name	Michael Pugatch First name Middle name Last n	name	
	Title	Managing Director-Company: HV International VIII		
	Company	by HarbourVest GP LLC, its General Partner, by Identify the corporate servicer as the company if the authorized agent is a servicer.	HarbourVest Partners, LL	
	Address			
		"1×1LI\/A	<u>•</u> / • • • • • • • • • • • • • • • • • •	
	Contact phone		NA AV	

# Case 21-03067-sgj Doc 124-1 Filed 10/14/22 Entered 10/14/22 15:31:06 Desc Exhibit 1 Page 36 of 61 KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (877) 573-3984 | International (310) 751-1829

Tot phone addictance. Beinedad (et	77) 373-3904   IIILEITIALIONAI (370) 731-1029			
Debtor:				
19-34054 - Highland Capital Management, L.P.				
District:				
Northern District of Texas, Dallas Division	T			
Creditor:	Has Supporting Documentation:			
HV International VIII Secondary L.P.	Yes, supporting documentation successfully uploaded			
Attn: Erica Weisgerber	Related Document Statement:			
Debevoise and Plimpton LLP	Has Related Claim:			
919 Third Avenue	No			
New York, NY, 10022	Related Claim Filed By:			
U.S.A.	Related Claim Filed by.			
Phone:	Filing Party:			
2129096000	Authorized agent			
Phone 2:				
Fave				
Fax:				
Email:				
eweisgerber@debevoise.com				
Disbursement/Notice Parties:				
HV International VIII Secondary L.P. c/o HarbourVest Partners, LLC				
One Financial Center				
Boston, MA, 02111				
U.S.A.				
Phone:				
6173483773				
Phone 2:				
Fax:				
E-mail:				
agoren@harbourvest.com				
DISBURSEMENT ADDRESS				
Other Names Used with Debtor:	Amends Claim:			
Other Names Osed With Deptor.	No			
	Acquired Claim:			
	No			
Basis of Claim:	Last 4 Digits: Uniform Claim Identifier:			
See Annex	No Simoni Stain Identiner.			
Total Amount of Claim:	Includes Interest or Charges:			
See Annex	None			
Has Priority Claim:	Priority Under:			
No	Priority Officer.			
Has Secured Claim:	Nature of Secured Amount:			
No	Value of Property:			
Amount of 503(b)(9):				
No	Annual Interest Rate:			
Based on Lease:	Arrogrado Amounte			
No	Basis for Perfection:			
	basis for Perfection.			
Subject to Right of Setoff: Amount Unsecured:				
No Colorina I B				
Submitted By:				
Michael Pugatch on 08-Apr-2020 5:16:54 p.m. Eastern Time				
Title:  Managing Director-Company: HV International VIII Secondary L.P., by HIPEP VIII Associates L.P., its General Partner,				
	ry L.P., by HIPEP VIII Associates L.P., its General Partner,			
Company:				
by HarbourVest GP LLC, its General Partner, by HarbourVest Partners, LLC, its Managing Member				

### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

In	ro.
	10

Chapter 11

Highland Capital Management, L.P.

Case No. 19-34054 (SGJ)

Debtor.

#### **ANNEX TO PROOF OF CLAIM**

- 1. This annex (the "Annex") is part of and is incorporated by reference into the attached proof of claim (together with the Annex, the "Proof of Claim") and describes in more detail the claims of HV International VIII Secondary L.P. (the "Claimant") against the debtor Highland Capital Management, L.P. (the "Debtor").
- 2. The Claimant is a limited partner in one of the Debtor's managed vehicles, Highland CLO Funding, Ltd. ("HCLOF"). Acis Capital Management GP, L.L.C. and Acis Capital Management L.P. (together, "Acis"), the portfolio manager for HCLOF, filed for chapter 11 in the United States Bankruptcy Court for the Northern District of Texas (the "Court") on January 30, 2018. The Acis bankruptcy filing resulted from a dispute between Debtor and its former employee, Joshua Terry, who served as portfolio manager for Debtor's collateral loan obligations funds ("CLO") business. See, e.g., Findings of Fact and Conclusions of Law in Support of Orders for Relief Issued After Trial on Contested Involuntary Bankruptcy Petition ("Involuntary Petition Ruling") [Case No. 18-30264 (SGJ), Dkt. No. 118]. As noted in more detail in the Court's Bench Ruling and Memorandum of Law in Support of: (A) Final Approval of Disclosure Statement; and (B) Confirmation of Chapter 11 Trustee's Third Amended Joint Plan ("Confirmation Ruling") [Case No. 18-30264 (SGJ), Dkt. No 827] and related filings in the Acis

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bankruptcy cases, there has been extensive litigation regarding alleged improper conduct associated with the management of, and transactions relating to, Acis, including transactions with and related to HCLOF. *See, e.g., id.*; *Second Amended Complaint* [Case No. 18-03078(SGJ), Dkt. No. 157].

- 3. Due to the Acis bankruptcy and certain conduct alleged to have been undertaken by the Debtor (to whom Acis subcontracted its functions) and Debtor's employees (who were officers, employees, and agents of Acis), the Claimant has suffered significant harm. Such harm includes, but is not limited to, financial harm resulting from, among other things (i) court orders in the Acis bankruptcy that prevented certain CLOs in which HCLOF was invested from being refinanced or reset and court orders that otherwise regulated the activity of HCLOF; and (ii) significant fees and expenses related to the Acis bankruptcy that were charged to HCLOF. *See, e.g.*, Involuntary Petition Ruling ¶ 27; *see also* Confirmation Ruling.
- 4. Claimant hereby files this Claim to assert any and all of its rights to payment, remedies, and other claims (including contingent or unliquidated claims) against the Debtor in connection with and relating to the foregoing harm, including for any amounts due or owed under the various agreements with the Debtor in connection with HCLOF (including, but not limited to, the Subscription and Transfer Agreement for Ordinary Shares Highland CLO Funding, Ltd., dated as of November 15, 2017, the Members Agreement Relating to the Company, dated as of November 15, 2017, the Highland CLO Funding, Ltd. Offering Memorandum dated November 15, 2017), and any and all legal and equitable claims or causes of action relating to the foregoing harm.
- 5. The Claimant has not attached the documentation supporting this Claim to this Proof of Claim because the documentation is voluminous and the Debtor has copies of such

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documents. However, any requested relevant documents will be provided to the Official Committee of Unsecured Creditors, the Court, the United States Trustee and the Debtor in the event of a dispute regarding this Proof of Claim and will be made available for review by other parties in interest as appropriate upon reasonable request and after consultation with the Debtor and execution of appropriate confidentiality agreements.

- 6. This Proof of Claim is filed with a full reservation of rights, including the right to amend, update, modify, supplement or otherwise revise this Proof of Claim in any respect at any time. The filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of any of the Claimant's rights against any person, entity or property accruing to it against the Debtor and its estate; (b) a waiver of the Claimant's rights to assert that 28 U.S.C. § 157(b)(2)(C) is unconstitutional; (c) a consent or submission by the Claimant, or waiver of the Claimant's rights to object, to the jurisdiction of this Court with respect to the subject matter of any of the claims described herein, or any objection or other proceeding commenced with respect to any of the claims described herein, or any other proceeding commenced in the Debtor's chapter 11 case against or otherwise involving the Claimant; (d) a waiver or release of any right of the Claimant, or consent by the Claimant, to a trial by jury in this or any other court or proceeding; (e) a waiver or release of, or any limitation on, any right of the Claimant to have orders entered only after de novo review by a United States District Judge; (f) an election of remedies; or (g) a waiver of, or any other limitation on, any right of the Claimant to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this Proof of Claim.
- 7. Claimant's express reservation of all rights and causes of action, includes, without limitation, contingent or unliquidated rights that it or its affiliates may have against the Debtor,

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as well as defenses, offsets and counterclaims. This description and classification of claims by the Claimant is not a concession or admission as to the correct characterization or treatment of any such claims or a waiver of any rights of the Claimant.

- 8. Furthermore, the Claimant expressly reserves its rights to (a) file additional proofs of claim for additional claims that may be based on the same or additional documents or facts or other liability or indebtedness of the Debtor to the Claimant under contract or otherwise; (b) assert claims for cure of defaults in any agreement that the Debtor or any trustee appointed in this chapter 11 case may seek to assume; (c) assert any and all other claims, causes of action, defenses, offsets or counterclaims against the Debtor or any other parties; (d) file a request for payment of an administrative expense under 11 U.S.C. §§ 503 and 507 for any or all of the claims or rights of payment described above and any additional amounts; and (e) seek recovery through any relevant third parties, including any of the Debtor's insurance coverage providers.
- 9. This Proof of Claim does not encompass all claims that the Claimant or its affiliates may have that arise after the Petition Date and are entitled to administrative priority, and the Claimant expressly reserves its right to file such claim or any similar claim at the appropriate time, including any such post-petition claims arising under these service contracts.
- 10. This Proof of Claim is filed without prejudice to the filing by the Claimant of additional proofs of claim or requests for payment with respect to any other indebtedness, liability or obligation of the Debtor. The Claimant does not, by this Proof of Claim or any amendment or other action, waive any rights with respect to any scheduled claim.
- 11. The Claimant reserves the right to withdraw, amend, clarify, modify or supplement this Proof of Claim to assert additional claims, causes of action or additional grounds for this Proof of Claim (including adding any additional contracts, agreements, obligations or

Case 21-03067-sgj Doc 124-1 Filed 10/14/22 Entered 10/14/22 15:31:06 Desc Exhibit 1 Page 41 of 61

other relationships between the Claimant and the Debtor), as well as the right to file any separate or additional proofs of claim with respect to the claims set forth herein or otherwise, including for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, or to file additional proofs of claim in respect of additional amounts or for any other reason.

- 12. In executing and filing this Proof of Claim, the Claimant does not submit to the jurisdiction of the Bankruptcy Court for the Northern District of Texas for any purpose other than with respect to this Proof of Claim against the Debtor, and does not waive or release any rights or remedies against any other person or entity that may be liable for all or part of this Proof of Claim.
- 13. The Claimant otherwise reserves its rights, and nothing herein shall prejudice the Claimant's rights, under any order of the Court previously entered in this chapter 11 case.
- 14. Payments on account of this Proof of Claim should be sent to the Claimant at the address specified for notices to the Claimant in Part 1.3 of the Proof of Claim.

\*\*\*

### **CLAIM 154**

Claim #154 Date Filed: 4/8/2020

Fill in this information to identify the case:					
Debtor	Highland Capi	tal Management,	L.P.		
United States Ba	nkruptcy Court for the:	Northern	District of	Texas (State)	
Case number	19-34054			(State)	

#### Official Form 410

Proof of Claim 04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

P	art 1: Identify the Clai	m .		
1.	Who is the current creditor?	HarbourVest Skew Base AIF L.P.  Name of the current creditor (the person or entity to be paid for this claim)  Other names the creditor used with the debtor		
2.	Has this claim been acquired from someone else?	✓ No           ✓ Yes. From whom?		
3.	Where should notices and	Where should notices to the creditor be sent? Where should payments to the creditor be sent? (if different)		
	payments to the creditor be sent?  HarbourVest Skew Base AIF L.P. Attn: Erica Weisgerber	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	919 Third Avenue New York, NY 10022, U.S.A.		
		Contact phone 2129096000 Contact phone 6173483773		
		Contact email <u>eweisgerber@debevoise.com</u> Contact email <u>agoren@harbourvest.com</u>		
		Uniform claim identifier for electronic payments in chapter 13 (if you use one):		
4.	Does this claim amend one already filed?	<ul> <li>✓ No</li> <li>✓ Yes. Claim number on court claims registry (if known)</li> </ul> Filed on		
_		MM / DD / YYYY		
5.	Do you know if anyone else has filed a proof of claim for this claim?	No  Yes. Who made the earlier filing?		

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Pa	Give information Ab	out the Claim as of the Date the Case was Filed
6.	Do you have any number you use to identify the debtor?	<ul> <li>✓ No</li> <li>✓ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:</li></ul>
7.	How much is the claim?	\$ See Annex  Does this amount include interest or other charges?  No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  Limit disclosing information that is entitled to privacy, such as health care information.  See Annex
9.	Is all or part of the claim secured?	No   Yes. The claim is secured by a lien on property.   Nature or property:   Real estate: If the claim is secured by the debtor's principle residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim.   Motor vehicle   Other. Describe:   Basis for perfection:   Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)    Value of property:
10.	Is this claim based on a lease?	No  Yes. Amount necessary to cure any default as of the date of the petition.  \$
11.	Is this claim subject to a right of setoff?	✓ No  ✓ Yes. Identify the property:

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12. Is all or part of the claim		No	=	
entitled to priority under 11 U.S.C. § 507(a)?			check all that apply:	Amount entitled to priority
A claim may be partly	ш		omestic support obligations (including alimony and child support) under	
priority and partly nonpriority. For example,			I U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$
in some categories, the law limits the amount			p to \$3,025* of deposits toward purchase, lease, or rental of property services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$
entitled to priority.		<b>—</b> da	rages, salaries, or commissions (up to \$13,650*) earned within 180 asys before the bankruptcy petition is filed or the debtor's business ends, hichever is earlier. 11 U.S.C. § 507(a)(4).	\$
		ПТа	axes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$
		☐ C	ontributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$
			ther. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$
		* Amo	unts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun	on or after the date of adjustment.
13. Is all or part of the claim		No		
pursuant to 11 U.S.C. § 503(b)(9)?		days b	ndicate the amount of your claim arising from the value of any goods rece refore the date of commencement of the above case, in which the goods dinary course of such Debtor's business. Attach documentation supportin	have been sold to the Debtor in
		\$		
Part 3: Sign Below				
The person completing this proof of claim must sign and date it. FRBP 9011(b).  If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.  A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.  18 U.S.C. §§ 152, 157, and 3571.	I under the am I have I declar	am the am the am the am a gurstand thount of examinare under ted on distriction and the control of the control	creditor.  creditor's attorney or authorized agent.  trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  darantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.  In at an authorized signature on this <i>Proof of Claim</i> serves as an acknowledge the claim, the creditor gave the debtor credit for any payments received to led the information in this <i>Proof of Claim</i> and have reasonable belief that their penalty of perjury that the foregoing is true and correct.  In atterministic of the person who is completing and signing this claim:  Michael Pugatch  Michael Pugatch  Managing Director-Company: HarbourVest Skew Base  Fund Manager, by HarbourVest Partners L.P., its Identify the corporate servicer as the company if the authorized agent is a servicer.	ame  AIF L.P., by HarbourVes  Duly Appointed Investme
	Contact	t nhone		<u>K</u>

# Case 21-03067-sgj Doc 124-1 Filed 10/14/22 Entered 10/14/22 15:31:06 Desc Exhibit 1 Page 46 of 61 KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (8)	77) 573-3984   International (310) 751-1829				
Debtor:					
19-34054 - Highland Capital Management, L.P.					
District:					
Northern District of Texas, Dallas Division					
Creditor:	Has Supporting Documentation:				
HarbourVest Skew Base AIF L.P.	Yes, supporting documentation successfully uploaded				
Attn: Erica Weisgerber	Related Document Statement:				
Debevoise and Plimpton LLP	Has Related Claim:				
919 Third Avenue					
New York, NY, 10022	No				
U.S.A.	Related Claim Filed By:				
Phone:	Filing Party:				
2129096000	Authorized agent				
Phone 2:					
Fax:					
Email:					
eweisgerber@debevoise.com					
Disbursement/Notice Parties:					
HarbourVest Skew Base AIF L.P. c/o HarbourVest Partners, LLC					
One Financial Center					
Boston, MA, 02111					
Phone:					
6173483773					
Phone 2:					
Fax:					
E-mail:					
agoren@harbourvest.com					
DISBURSEMENT ADDRESS					
Other Names Used with Debtor:	Amends Claim:				
	No				
	Acquired Claim:				
	No				
Basis of Claim:	Last 4 Digits: Uniform Claim Identifier:				
See Annex	No				
Total Amount of Claim:	Includes Interest or Charges:				
See Annex	None				
Has Priority Claim:	Priority Under:				
No					
Has Secured Claim:	Nature of Secured Amount:				
No	Value of Property:				
Amount of 503(b)(9):	• •				
No	Annual Interest Rate:				
Based on Lease:	Arrearage Amount:				
	Basis for Perfection:				
Subject to Right of Setoff: Amount Unsecured:					
No					
Submitted By:					
Michael Pugatch on 08-Apr-2020 5:11:50 p.m. Eastern Time					
Title:					
Managing Director-Company: HarbourVest Skew Base AIF I	P., by HarbourVest Partners Ireland Limited, its Alternative Inv				
Company:					
Fund Manager, by HarbourVest Partners L.P., its Duly Appointed Investment Manager, by HarbourVest Partners, LLC, its Gen					

### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

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In	ro.
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Chapter 11

Highland Capital Management, L.P.

Case No. 19-34054 (SGJ)

Debtor.

#### **ANNEX TO PROOF OF CLAIM**

- 1. This annex (the "Annex") is part of and is incorporated by reference into the attached proof of claim (together with the Annex, the "Proof of Claim") and describes in more detail the claims of HarbourVest Skew Base AIF L.P. (the "Claimant") against the debtor Highland Capital Management, L.P. (the "Debtor").
- 2. The Claimant is a limited partner in one of the Debtor's managed vehicles, Highland CLO Funding, Ltd. ("HCLOF"). Acis Capital Management GP, L.L.C. and Acis Capital Management L.P. (together, "Acis"), the portfolio manager for HCLOF, filed for chapter 11 in the United States Bankruptcy Court for the Northern District of Texas (the "Court") on January 30, 2018. The Acis bankruptcy filing resulted from a dispute between Debtor and its former employee, Joshua Terry, who served as portfolio manager for Debtor's collateral loan obligations funds ("CLO") business. See, e.g., Findings of Fact and Conclusions of Law in Support of Orders for Relief Issued After Trial on Contested Involuntary Bankruptcy Petition ("Involuntary Petition Ruling") [Case No. 18-30264 (SGJ), Dkt. No. 118]. As noted in more detail in the Court's Bench Ruling and Memorandum of Law in Support of: (A) Final Approval of Disclosure Statement; and (B) Confirmation of Chapter 11 Trustee's Third Amended Joint Plan ("Confirmation Ruling") [Case No. 18-30264 (SGJ), Dkt. No 827] and related filings

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in the Acis bankruptcy cases, there has been extensive litigation regarding alleged improper conduct associated with the management of, and transactions relating to, Acis, including transactions with and related to HCLOF. *See, e.g., id.*; *Second Amended Complaint* [Case No. 18-03078(SGJ), Dkt. No. 157].

- 3. Due to the Acis bankruptcy and certain conduct alleged to have been undertaken by the Debtor (to whom Acis subcontracted its functions) and Debtor's employees (who were officers, employees, and agents of Acis), the Claimant has suffered significant harm. Such harm includes, but is not limited to, financial harm resulting from, among other things (i) court orders in the Acis bankruptcy that prevented certain CLOs in which HCLOF was invested from being refinanced or reset and court orders that otherwise regulated the activity of HCLOF; and (ii) significant fees and expenses related to the Acis bankruptcy that were charged to HCLOF. *See, e.g.*, Involuntary Petition Ruling ¶ 27; *see also* Confirmation Ruling.
- 4. Claimant hereby files this Claim to assert any and all of its rights to payment, remedies, and other claims (including contingent or unliquidated claims) against the Debtor in connection with and relating to the foregoing harm, including for any amounts due or owed under the various agreements with the Debtor in connection with HCLOF (including, but not limited to, the Subscription and Transfer Agreement for Ordinary Shares Highland CLO Funding, Ltd., dated as of November 15, 2017, the Members Agreement Relating to the Company, dated as of November 15, 2017, the Highland CLO Funding, Ltd. Offering Memorandum dated November 15, 2017), and any and all legal and equitable claims or causes of action relating to the foregoing harm.
- 5. The Claimant has not attached the documentation supporting this Claim to this Proof of Claim because the documentation is voluminous and the Debtor has copies of such

Case 21-03067-sgj Doc 124-1 Filed 10/14/22 Entered 10/14/22 15:31:06 Desc Exhibit 1 Page 49 of 61

documents. However, any requested relevant documents will be provided to the Official Committee of Unsecured Creditors, the Court, the United States Trustee and the Debtor in the event of a dispute regarding this Proof of Claim and will be made available for review by other parties in interest as appropriate upon reasonable request and after consultation with the Debtor and execution of appropriate confidentiality agreements.

- 6. This Proof of Claim is filed with a full reservation of rights, including the right to amend, update, modify, supplement or otherwise revise this Proof of Claim in any respect at any time. The filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of any of the Claimant's rights against any person, entity or property accruing to it against the Debtor and its estate; (b) a waiver of the Claimant's rights to assert that 28 U.S.C. § 157(b)(2)(C) is unconstitutional; (c) a consent or submission by the Claimant, or waiver of the Claimant's rights to object, to the jurisdiction of this Court with respect to the subject matter of any of the claims described herein, or any objection or other proceeding commenced with respect to any of the claims described herein, or any other proceeding commenced in the Debtor's chapter 11 case against or otherwise involving the Claimant; (d) a waiver or release of any right of the Claimant, or consent by the Claimant, to a trial by jury in this or any other court or proceeding; (e) a waiver or release of, or any limitation on, any right of the Claimant to have orders entered only after de novo review by a United States District Judge; (f) an election of remedies; or (g) a waiver of, or any other limitation on, any right of the Claimant to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this Proof of Claim.
- 7. Claimant's express reservation of all rights and causes of action, includes, without limitation, contingent or unliquidated rights that it or its affiliates may have against the Debtor,

Case 21-03067-sgj Doc 124-1 Filed 10/14/22 Entered 10/14/22 15:31:06 Desc Exhibit 1 Page 50 of 61

as well as defenses, offsets and counterclaims. This description and classification of claims by the Claimant is not a concession or admission as to the correct characterization or treatment of any such claims or a waiver of any rights of the Claimant.

- 8. Furthermore, the Claimant expressly reserves its rights to (a) file additional proofs of claim for additional claims that may be based on the same or additional documents or facts or other liability or indebtedness of the Debtor to the Claimant under contract or otherwise; (b) assert claims for cure of defaults in any agreement that the Debtor or any trustee appointed in this chapter 11 case may seek to assume; (c) assert any and all other claims, causes of action, defenses, offsets or counterclaims against the Debtor or any other parties; (d) file a request for payment of an administrative expense under 11 U.S.C. §§ 503 and 507 for any or all of the claims or rights of payment described above and any additional amounts; and (e) seek recovery through any relevant third parties, including any of the Debtor's insurance coverage providers.
- 9. This Proof of Claim does not encompass all claims that the Claimant or its affiliates may have that arise after the Petition Date and are entitled to administrative priority, and the Claimant expressly reserves its right to file such claim or any similar claim at the appropriate time, including any such post-petition claims arising under these service contracts.
- 10. This Proof of Claim is filed without prejudice to the filing by the Claimant of additional proofs of claim or requests for payment with respect to any other indebtedness, liability or obligation of the Debtor. The Claimant does not, by this Proof of Claim or any amendment or other action, waive any rights with respect to any scheduled claim.
- 11. The Claimant reserves the right to withdraw, amend, clarify, modify or supplement this Proof of Claim to assert additional claims, causes of action or additional grounds for this Proof of Claim (including adding any additional contracts, agreements, obligations or

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other relationships between the Claimant and the Debtor), as well as the right to file any separate or additional proofs of claim with respect to the claims set forth herein or otherwise, including for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, or to file additional proofs of claim in respect of additional amounts or for any other reason.

- 12. In executing and filing this Proof of Claim, the Claimant does not submit to the jurisdiction of the Bankruptcy Court for the Northern District of Texas for any purpose other than with respect to this Proof of Claim against the Debtor, and does not waive or release any rights or remedies against any other person or entity that may be liable for all or part of this Proof of Claim.
- 13. The Claimant otherwise reserves its rights, and nothing herein shall prejudice the Claimant's rights, under any order of the Court previously entered in this chapter 11 case.
- 14. Payments on account of this Proof of Claim should be sent to the Claimant at the address specified for notices to the Claimant in Part 1.3 of the Proof of Claim.

\*\*\*

**CLAIM 149** 

Claim #149 Date Filed: 4/8/2020

Fill in this information to identify the case:					
Debtor	Highland Capi	tal Management,	L.P.		
United States Ba	nkruptcy Court for the:	Northern	District of	Texas (State)	
Case number	19-34054			(Glate)	

#### Official Form 410

Proof of Claim 04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Pa	art 1: Identify the Clain	n		
1.	Who is the current creditor?	HarbourVest Partners L.P. on behalf of funds and accounts under management  Name of the current creditor (the person or entity to be paid for this claim)  Other names the creditor used with the debtor		
2.	Has this claim been acquired from someone else?	✓ No  Yes. From whom?		
3.	Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?  Where should payments to the creditor be sent? (if different)  See summary page  See summary page		
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)			
		Contact phone Contact email  Agoren@harbourvest.com  Uniform claim identifier for electronic payments in chapter 13 (if you use one):		
4.	Does this claim amend one already filed?	✓ No ✓ Yes. Claim number on court claims registry (if known) Filled on		
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No  Yes. Who made the earlier filing?		

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Pä	Give Information Ab	out the Claim as of the Date the Case was Filed
6.	Do you have any number you use to identify the debtor?	<ul> <li>✓ No</li> <li>✓ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:</li></ul>
7.	How much is the claim?	\$ See Annex  Does this amount include interest or other charges?  No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8.	What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  Limit disclosing information that is entitled to privacy, such as health care information.  See Annex
9.	Is all or part of the claim secured?	No   Yes. The claim is secured by a lien on property.   Nature or property:   Real estate: If the claim is secured by the debtor's principle residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim.   Motor vehicle   Other. Describe:   Basis for perfection:   Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)    Value of property:
10.	Is this claim based on a lease?	No  Yes. Amount necessary to cure any default as of the date of the petition.  \$
11.	Is this claim subject to a right of setoff?	✓ No  Yes. Identify the property:

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12. Is all or part of the claim	<b>№</b> No				
entitled to priority under 11 U.S.C. § 507(a)?	_	ek all that apply:	Amount entitled to priority		
A claim may be partly priority and partly	Dome	estic support obligations (including alimony and child support) under S.C. § 507(a)(1)(A) or (a)(1)(B).	œ.		
nonpriority. For example, in some categories, the law limits the amount		\$3,025* of deposits toward purchase, lease, or rental of property vices for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ \$		
entitled to priority.	days	es, salaries, or commissions (up to \$13,650*) earned within 180 before the bankruptcy petition is filed or the debtor's business ends, lever is earlier. 11 U.S.C. § 507(a)(4).	\$		
	☐ Taxes	s or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$		
	Contr	ibutions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$		
	Othe	. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$		
	* Amounts	are subject to adjustment on 4/01/22 and every 3 years after that for cases begun	on or after the date of adjustment.		
13. Is all or part of the claim	<b>☑</b> No				
pursuant to 11 U.S.C. § 503(b)(9)?	days befo	ate the amount of your claim arising from the value of any goods rece re the date of commencement of the above case, in which the goods ry course of such Debtor's business. Attach documentation supportin	have been sold to the Debtor in		
	\$				
Part 3: Sign Below					
The person completing	Check the approp	riate box:			
this proof of claim must sign and date it.	I am the cred	ditor.			
FRBP 9011(b).  If you file this claim	I am the cred	litor's attorney or authorized agent.			
electronically, FRBP 5005(a)(2) authorizes courts	I am the trus	tee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.			
to establish local rules specifying what a signature	I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.				
A person who files a fraudulent claim could be	I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.				
fined up to \$500,000,		he information in this <i>Proof of Claim</i> and have reasonable belief that the	e information is true and correct.		
imprisoned for up to 5 years, or both.	I declare under pe	enalty of perjury that the foregoing is true and correct.			
18 U.S.C. §§ 152, 157, and 3571.	Executed on date	04/08/2020 MM / DD / YYYY			
	<u>/s/Michael F</u> Signature	ugatch			
	Print the name o	f the person who is completing and signing this claim:			
	Name	Michael Pugatch First name Middle name Last n	name		
	Title	Managing Director			
	Company	HarbourVest Partners L.P., on behalf of funds ar Identify the corporate servicer as the company if the authorized agent is a servicer.			
	Address				
		"' <i>A</i> ~\ \ \ \ / <i>A</i>	<u> </u>		
	Contact phone	「 <b>以</b> } <b>  「以</b> } <b>  「 以 )   「 」</b>	1A «		

# Case 21-03067-sgj Doc 124-1 Filed 10/14/22 Entered 10/14/22 15:31:06 Desc Exhibit 1 Page 56 of 61 KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (8	11) 313-330 <del>4</del>   III.em	ational (310) 131 1023
Debtor:		
19-34054 - Highland Capital Management, L.P.		
District:		
Northern District of Texas, Dallas Division		
Creditor:	Has Supporting Docu	umentation:
HarbourVest Partners L.P. on behalf of funds and accounts	Yes, supportin	g documentation successfully uploaded
under management	Related Document St	tatement:
Attn: Erica Weisgerber		
Debevoise and Plimpton LLP	Has Related Claim:	
919 Third Avenue	No	
New York, NY, 10022	Related Claim Filed E	Ву:
U.S.A.	Filing Party:	
Phone:		ont.
2129096000	Authorized age	ent.
Phone 2:		
Fave		
Fax:		
Email:		
eweisgerber@debevoise.com		
Disbursement/Notice Parties:		
HarbourVest Partners L.P. c/o HarbourVest Partners, LLC		
One Financial Center		
Poston MA 02111		
Boston, MA, 02111 U.S.A.		
Phone: 6173483773		
Phone 2:		
Fax:		
E-mail:		
agoren@harbourvest.com		
DISBURSEMENT ADDRESS		
Other Names Used with Debtor:	Amends Claim:	
	No	
	Acquired Claim:	
	No	
Basis of Claim:	Last 4 Digits:	Uniform Claim Identifier:
See Annex	No	
Total Amount of Claim:	Includes Interest or 0	Charges:
See Annex	None	3. na. <b>3</b> 00.
Has Priority Claim:	Priority Under:	
No	Thomy ondor:	
Has Secured Claim:	Nature of Secured Ar	mount:
No	Value of Property:	
Amount of 503(b)(9):		
No	Annual Interest Rate:	•
Based on Lease:	Arrearage Amount:	
No	Basis for Perfection:	
Subject to Right of Setoff:		
No	Amount Unsecured:	
Submitted By:		
Michael Pugatch on 08-Apr-2020 5:06:59 p.m. Eastern Time	1	
Title:	•	
Managing Director		
Company:		
		/ HarbourVeet Partners IIC its Gen Partner

### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

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In	re:	
111	IC.	

Chapter 11

Highland Capital Management, L.P.

Case No. 19-34054 (SGJ)

Debtor.

#### **ANNEX TO PROOF OF CLAIM**

- 1. This annex (the "Annex") is part of and is incorporated by reference into the attached proof of claim (together with the Annex, the "Proof of Claim") and describes in more detail the claims of HarbourVest Partners L.P. on behalf of funds and accounts under management (the "Claimant") against the debtor Highland Capital Management, L.P. (the "Debtor").
- 2. The Claimant manages investment funds that are limited partners in one of the Debtor's managed vehicles, Highland CLO Funding, Ltd. ("HCLOF"). Acis Capital Management GP, L.L.C. and Acis Capital Management L.P. (together, "Acis"), the portfolio manager for HCLOF, filed for chapter 11 in the United States Bankruptcy Court for the Northern District of Texas (the "Court") on January 30, 2018. The Acis bankruptcy filing resulted from a dispute between Debtor and its former employee, Joshua Terry, who served as portfolio manager for Debtor's collateral loan obligations funds ("CLO") business. See, e.g., Findings of Fact and Conclusions of Law in Support of Orders for Relief Issued After Trial on Contested Involuntary Bankruptcy Petition ("Involuntary Petition Ruling") [Case No. 18-30264 (SGJ), Dkt. No. 118]. As noted in more detail in the Court's Bench Ruling and Memorandum of Law in Support of: (A) Final Approval of Disclosure Statement; and (B) Confirmation of Chapter 11 Trustee's Third

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Amended Joint Plan ("Confirmation Ruling") [Case No. 18-30264 (SGJ), Dkt. No 827] and related filings in the Acis bankruptcy cases, there has been extensive litigation regarding alleged improper conduct associated with the management of, and transactions relating to, Acis, including transactions with and related to HCLOF. See, e.g., id.; Second Amended Complaint [Case No. 18-03078(SGJ), Dkt. No. 157].

- 3. Due to the Acis bankruptcy and certain conduct alleged to have been undertaken by the Debtor (to whom Acis subcontracted its functions) and Debtor's employees (who were officers, employees, and agents of Acis), the Claimant has suffered significant harm. Such harm includes, but is not limited to, financial harm resulting from, among other things (i) court orders in the Acis bankruptcy that prevented certain CLOs in which HCLOF was invested from being refinanced or reset and court orders that otherwise regulated the activity of HCLOF; and (ii) significant fees and expenses related to the Acis bankruptcy that were charged to HCLOF. *See, e.g.*, Involuntary Petition Ruling ¶ 27; *see also* Confirmation Ruling.
- 4. Claimant hereby files this Claim to assert any and all of its rights to payment, remedies, and other claims (including contingent or unliquidated claims) against the Debtor in connection with and relating to the foregoing harm, including for any amounts due or owed under the various agreements with the Debtor in connection with HCLOF (including, but not limited to, the Subscription and Transfer Agreement for Ordinary Shares Highland CLO Funding, Ltd., dated as of November 15, 2017, the Members Agreement Relating to the Company, dated as of November 15, 2017, the Highland CLO Funding, Ltd. Offering Memorandum dated November 15, 2017), and any and all legal and equitable claims or causes of action relating to the foregoing harm.

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- 5. The Claimant has not attached the documentation supporting this Claim to this Proof of Claim because the documentation is voluminous and the Debtor has copies of such documents. However, any requested relevant documents will be provided to the Official Committee of Unsecured Creditors, the Court, the United States Trustee and the Debtor in the event of a dispute regarding this Proof of Claim and will be made available for review by other parties in interest as appropriate upon reasonable request and after consultation with the Debtor and execution of appropriate confidentiality agreements.
- 6. This Proof of Claim is filed with a full reservation of rights, including the right to amend, update, modify, supplement or otherwise revise this Proof of Claim in any respect at any time. The filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of any of the Claimant's rights against any person, entity or property accruing to it against the Debtor and its estate; (b) a waiver of the Claimant's rights to assert that 28 U.S.C. § 157(b)(2)(C) is unconstitutional; (c) a consent or submission by the Claimant, or waiver of the Claimant's rights to object, to the jurisdiction of this Court with respect to the subject matter of any of the claims described herein, or any objection or other proceeding commenced with respect to any of the claims described herein, or any other proceeding commenced in the Debtor's chapter 11 case against or otherwise involving the Claimant; (d) a waiver or release of any right of the Claimant, or consent by the Claimant, to a trial by jury in this or any other court or proceeding; (e) a waiver or release of, or any limitation on, any right of the Claimant to have orders entered only after de novo review by a United States District Judge; (f) an election of remedies; or (g) a waiver of, or any other limitation on, any right of the Claimant to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this Proof of Claim.

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7. Claimant's express reservation of all rights and causes of action, includes, without limitation, contingent or unliquidated rights that it or its affiliates may have against the Debtor, as well as defenses, offsets and counterclaims. This description and classification of claims by the Claimant is not a concession or admission as to the correct characterization or treatment of any such claims or a waiver of any rights of the Claimant.

- 8. Furthermore, the Claimant expressly reserves its rights to (a) file additional proofs of claim for additional claims that may be based on the same or additional documents or facts or other liability or indebtedness of the Debtor to the Claimant under contract or otherwise; (b) assert claims for cure of defaults in any agreement that the Debtor or any trustee appointed in this chapter 11 case may seek to assume; (c) assert any and all other claims, causes of action, defenses, offsets or counterclaims against the Debtor or any other parties; (d) file a request for payment of an administrative expense under 11 U.S.C. §§ 503 and 507 for any or all of the claims or rights of payment described above and any additional amounts; and (e) seek recovery through any relevant third parties, including any of the Debtor's insurance coverage providers.
- 9. This Proof of Claim does not encompass all claims that the Claimant or its affiliates may have that arise after the Petition Date and are entitled to administrative priority, and the Claimant expressly reserves its right to file such claim or any similar claim at the appropriate time, including any such post-petition claims arising under these service contracts.
- 10. This Proof of Claim is filed without prejudice to the filing by the Claimant of additional proofs of claim or requests for payment with respect to any other indebtedness, liability or obligation of the Debtor. The Claimant does not, by this Proof of Claim or any amendment or other action, waive any rights with respect to any scheduled claim.

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11. The Claimant reserves the right to withdraw, amend, clarify, modify or supplement this Proof of Claim to assert additional claims, causes of action or additional grounds for this Proof of Claim (including adding any additional contracts, agreements, obligations or other relationships between the Claimant and the Debtor), as well as the right to file any separate or additional proofs of claim with respect to the claims set forth herein or otherwise, including for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, or to file additional proofs of claim in respect of additional amounts or for any other reason.

- 12. In executing and filing this Proof of Claim, the Claimant does not submit to the jurisdiction of the Bankruptcy Court for the Northern District of Texas for any purpose other than with respect to this Proof of Claim against the Debtor, and does not waive or release any rights or remedies against any other person or entity that may be liable for all or part of this Proof of Claim.
- 13. The Claimant otherwise reserves its rights, and nothing herein shall prejudice the Claimant's rights, under any order of the Court previously entered in this chapter 11 case.
- 14. Payments on account of this Proof of Claim should be sent to the Claimant at the address specified for notices to the Claimant in Part 1.3 of the Proof of Claim.

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